



## **CODE OF BUSINESS CONDUCT AND ETHICS**

EnLink Midstream Operating, LP, EnLink Midstream Partners, LP and EnLink Midstream, LLC (together with their subsidiaries, the “Company”) are committed to conducting business in compliance with all applicable laws and regulations and in accordance with the highest ethical principles. This Code of Business Conduct and Ethics (“Code”) helps us achieve this commitment by providing guiding principles for our conduct.

### **WHO MUST FOLLOW THE CODE**

This Code applies to all directors, officers, and employees of the Company, and persons that provide services on our behalf, such as agents. Throughout this Code, the term “employee” or “you” is used to refer to all directors, officers, employees and agents of the Company.

### **WHAT ARE MY RESPONSIBILITIES UNDER THE CODE**

You are required to read the Code, understand it, and follow it. If you have any questions or face an issue that it does not address, it is your responsibility to seek guidance on how to handle the situation.

### **HOW DO I COMPLY WITH THE CODE OR REPORT A VIOLATION**

If you are uncertain about how to handle a situation, or think you may need to report a violation, suspected violation, or other unethical conduct, consider the following:

- Make sure you have all the facts.
- Ask yourself: What specifically am I being asked to do? Does it seem unethical or improper? Is it lawful? Use your judgment and common sense.
- Discuss the problem with your supervisor.
- In the rare case where it may not be appropriate or comfortable to discuss an issue with your supervisor, report your concern directly to:
  - A higher-level supervisor or the head of your Business Unit;
  - Human Resources (HR@enlink.com);
  - Legal (legal@enlink.com); or
  - Values Line, a neutral third party, by calling 888-475-8376.

You are required to report any violations of this Code, or any laws, rules, or regulations, and any other unethical behavior. Reports of a violation will be investigated promptly and the matter will be treated, to the extent possible, as confidential. The Company will not allow any retaliation against you for a report made in good faith. Such retaliation is a violation of this Code. “Good faith” does not mean that you have to be right – but it does mean that you believe that you are providing truthful information.

## **WHAT HAPPENS IF I DO NOT COMPLY WITH THE CODE**

Non-compliance with this Code could result in disciplinary action, including termination. In certain situations, it could also subject the individual offender and the Company to civil and/or criminal liability.

## **WHAT DOES THE CODE REQUIRE**

### **1. Ethical Behavior and Compliance with Laws**

Ethical behavior and compliance with all applicable laws, rules and regulations, both in letter and in spirit, is the foundation on which the Company's ethical standards are built. All employees must obey the laws of each city, state and country in which the Company operates. Employees must also avoid unethical business dealings, whether actual or perceived, even if those business dealings may not violate applicable law.

### **2. Compliance with Company Policy**

In addition to the topics discussed in this Code, certain topics are covered separately or in more detail in other Company policies. The terms and conditions of those policies are incorporated as part of this Code, and you must be in compliance with them as well.

### **3. Compliance with Insider Trading Laws**

Employees are not permitted to use or share the Company's information for the purpose of trading in the securities of the Company or for any purpose other than the conduct of the Company's business. All non-public information about the Company should be considered Confidential Information, as that term is defined in this Code. To use non-public information for personal financial benefit or to provide such information to others who might make an investment decision on the basis of the information, whether that was your intent or not, is not only unethical, but also illegal. For more information, see the Insider Trading Policy located on the Company Intranet.

### **4. Compliance with Federal Energy Regulatory Commission Rules and Regulations**

The Federal Energy Regulatory Commission ("FERC") has stringent requirements for protecting non-public shipper information and separating the marketing and transmission functions for jurisdictional pipelines. All employees, regardless of position, must be aware of, and in compliance with, these requirements. For more information, see the FERC Compliance Plan located on the Company Intranet.

### **5. Truthful Communication with the Public**

We want to ensure that all communication with the public and the media regarding the Company is truthful and accurate. For this reason, only designated Company employees are authorized to speak on behalf of the Company to the media or publicly in any format, including

on social media. Any employee discussing Company business or Company information publicly, including on social media, must make it clear that the employee is not authorized to speak on behalf of the Company and that the opinions expressed are the opinions of the employee only. If an employee is contacted by the media or other public outlet seeking a comment on behalf of the Company, the employee must refer the request to the Public and Industry Affairs department.

## **6. Equal Employment Opportunities and Non-Discrimination**

The Company is committed to equal employment opportunity and fair treatment for all employees. The Company does not discriminate with respect to terms and conditions of employment on the basis of a person's race, color, gender, national origin, religion, age, mental or physical disability, sexual orientation, veteran status or any other characteristic protected by law. For more information, see the Company's Equal Employment Opportunity and Anti-Discrimination and Anti-Harassment Policies located on the Company Intranet.

## **7. A Commitment to the Environment, Health and Safety**

Our core values recognize a commitment to protecting the environment and the health and safety of our employees and the public. In addition to complying with all environmental, health, and safety laws, all business decisions should be made with this commitment in mind.

## **8. Avoidance of Conflicts of Interest and Related Inappropriate Conduct**

Employees are responsible for avoiding any relationship or activity that could reasonably be expected to create a conflict of interest. A conflict of interest exists when an employee's personal interest interferes, or appears to interfere, with the interests of the Company. A conflict of interest includes situations where an employee takes actions or has interests making it difficult for the employee to perform his or her work for EnLink Midstream objectively or effectively.

Anything that would present a conflict for an employee would also present a conflict if it were related to an employee's spouse, civil partner, child, stepparent, stepchild, parent, sibling, parent-in-law, sibling-in-law, any person living in the same house with an employee (each an "Immediate Family Member"), any business associate of an employee, or any other individual with whom the employee has a close personal relationship (together with Immediate Family Members, each an "Affiliated Party"). Thus, when describing potential conflicts of interest, the term employee, where applicable, includes the Affiliated Parties of such employee.

The following summarizes some of the more common conflicts of interest that may arise.

- **Corporate Opportunities.** Employees are prohibited from (i) taking for themselves opportunities that are discovered through the use of Company property, information or position; (ii) using corporate property, information or position for personal gain; and (iii) competing with the Company (it being understood that clause (iii) does not apply to Affiliated Parties). Employees owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises.
- **Use of EnLink Assets.** Employees are prohibited from using Company facilities, equipment, materials, supplies, information or other assets for personal gain or in a manner

other than in the pursuit of the Company's business, regardless of whether the Company would be harmed by such use.

- **Contractors and Suppliers.** Employees must choose suppliers and contractors on the basis of merit, utilizing the Company's competitive bidding process. Employees are prohibited from accepting kickbacks, payments, significant gifts, or any other act or good that may improperly influence the selection process.
- **Outside Activities.** Employees should not participate, directly or indirectly, in outside business or personal activities that detract from their ability to devote appropriate time and attention to their responsibilities with the Company.
- **Outside Investments.** Employees may not take advantage of personal investment or other business opportunities made available to them because of their position with the Company. In addition, outside investments by employees are not to include control of or a material ownership in, oil and gas, mineral or other natural resource interests that are directly associated with any current Company operations or activities.
- **Competing with the Company or Assisting a Competitor.** Employees are prohibited from competing with the Company directly or indirectly, including the provision of assistance to an entity that competes with our current or proposed activities. Without the Company's consent, employees (other than Affiliated Parties) may not: (a) work for such an organization as an employee, consultant or member of its board of directors, or (b) own a material interest in, or control any enterprise that competes with any business of the Company.
- **Supplying the Company.** Employees may not be a Company lessor, supplier or vendor, or own, work for or represent in any way, including via board membership, a Company lessor, supplier or vendor while working for the Company (it being understood that directors of the Company are permitted to work for, be members of the board of and own equity in Devon Energy Corporation and its subsidiaries).
- **Employee Loans.** Loans (other than 401(k) plan loans to employees, which are made pursuant to an approved benefit plan) to, or guarantees in favor of, employees are not allowed (in fact, loans to, or guarantees of obligations of, executive officers are prohibited by law).
- **Affiliated Party Employment.** An employee hiring or supervising an Affiliated Party is of special concern.
- **Personal Benefits.** In addition, employees must not accept improper personal benefits made available because of their position with the Company. Employees must never use their Company position to influence public officials or others for their personal benefit.

Before engaging in a conflict transaction (described above or otherwise) and except as set forth in paragraph 9 below with respect to Related Parties, an employee must obtain prior, written consent from the Company's Legal Department (legal@enlink.com). In making determinations regarding whether to approve a conflict transaction, the Legal Department may elevate the matter to the Audit Committee for its approval. It is the employee's responsibility to ensure that all potential conflicts of interest relating to such employee are disclosed and approved. In addition, employees who have questions about a potential conflict of interest or who become aware of an actual or potential conflict must discuss the matter with the Company's Legal Department (legal@enlink.com). Any conflict transaction that is approved as required under this paragraph

- (a) complies with this Code, and such approval shall not be regarded as a waiver of this Code and
- (b) must be reported to the Audit Committee by the Legal Department.

## **9. Audit Committee Approval of Certain Transactions**

The following require approval of the Audit Committee of the Board of Directors of EnLink Midstream Manager, LLC (“Manager”): any transaction, arrangement or relationship, or any series of similar transactions, arrangements or relationships, in which (i) the Company is or will be a participant, (ii) the aggregate amount involved will or may be expected to exceed \$120,000 in any fiscal year, and (iii) any Related Party has or will have a direct or indirect interest. This also includes any material amendment or modification to an existing transaction, arrangement or relationship involving a Related Party. A “Related Party” for purposes of this paragraph of the Code is any person who is or was (since the beginning of the last fiscal year for which EnLink Midstream, LLC (“ENLC”) has filed an Annual Report on Form 10-K, even if such person does not presently serve in that role) (1) an executive officer, director or nominee for director of Manager, (2) any equityholder owning more than 5% of any class of ENLC’s securities (other than those equityholders that are addressed in the conflict of interest provisions included in ENLC’s operating agreement, as described in the following paragraph) or (3) an Immediate Family Member of any such person.

The operating agreement of ENLC, as amended from time to time, governs the resolution of conflicts of interest that may arise or exist between or among Manager and its affiliates, on the one hand, and ENLC and certain of its affiliates, on the other hand.

Any transaction that is approved as required under this paragraph complies with this Code, and such approval shall not be regarded as a waiver of this Code.

## **10. Fair Dealing**

We seek competitive advantages through superior performance, never through unethical or illegal business practices. Stealing proprietary information, possessing trade secret information that was obtained without the owner’s consent, or inducing such disclosures by past or present employees of other companies is prohibited. Each employee should endeavor to deal fairly with the Company’s customers, suppliers, competitors, and employees. No employee should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair-dealing practice. Employees are prohibited from bringing confidential and proprietary information from their former employers when beginning work with the Company.

In addition, antitrust laws prohibit any practice or activity that unlawfully limits competition or unlawfully restricts a competitor’s opportunities. Typical antitrust violations include price fixing, boycotts, production limits and allocations of markets, customers or territories. Never provide to, or accept from, a competitor or a customer a price list or information from which a competitor’s price can be determined.

## **11. Appropriate Use and Acceptance of Entertainment and Gifts**

The purpose of business entertainment and gifts in a commercial setting is to create goodwill and sound working relationships. An employee should never give gifts or entertainment for the purpose of gaining an unfair advantage or accept gifts or entertainment that could create or be perceived to create an obligation. In addition, employees must abide by the policy pertaining to gifts, entertainment, travel and hospitality contained in the Company's Anti-Corruption Policy located on the Company Intranet. The following should be noted when determining the appropriateness of a gift or entertainment:

- Gifts and entertainment must be made in accordance with local law;
- Gifts and entertainment must be reasonable, bona fide, and made for a legitimate business purpose or on an appropriate occasion;
- Gifts and entertainment must be properly and transparently recorded and adequately documented in EnLink's books and records;
- Gifts of cash are prohibited; and
- Gifts of cash equivalents, such as gift cards, in excess of a *de minimis* amount are prohibited.

## **12. Accurate, Complete, and Timely Record-Keeping**

The Company requires honest and accurate recording and reporting of information in order to make responsible business decisions. All of the Company's books, records, accounts and financial statements must be maintained in reasonable detail, must appropriately reflect the Company's transactions and must conform both to applicable legal requirements and to the Company's system of internal controls. Unrecorded or "off the books" funds or assets should not be maintained unless permitted by applicable law or regulation. Periodic and other reports (financial and otherwise) to government agencies must present a full, fair, accurate, timely and understandable disclosure of the Company. Business records and communications, including email, should avoid exaggeration, derogatory remarks, guesswork or inappropriate characterizations of people and companies. All employees must ensure that the Company's records do not contain any false or intentionally misleading entries. Records should always be retained or destroyed according to the Company's record retention policies. Employees must be aware of and comply with the Company's authority limits and policies regarding the execution of contracts.

Any effort to mislead or coerce the independent auditors or a member of the Company's internal auditing staff relating to accounting or financial disclosures can have serious legal consequences and is strictly prohibited. If you become aware of any inaccurate, incomplete or fraudulent financial records or financial reporting, immediately report that information to the Legal Department.

## **13. Maintenance of Confidentiality**

Employees are responsible for safeguarding confidential, proprietary and sensitive information of the Company ("Confidential Information") and are prohibited from disclosing, using, or duplicating such information. In addition, Confidential Information should not be

disclosed to external parties except when disclosures are authorized or legally mandated, and should be disclosed to employees only on a “need to know” basis. Confidential Information includes, but is not limited to, information relating to: trade secrets, patents, trademarks, copyrights, supplier, vendor and customer lists, business strategies and plans, operational information, engineering and manufacturing ideas, financial information, projected financial results, current and historical pricing information, shipment and storage practices and history, information regarding past, current and prospective/potential transactions, deals and acquisitions, projects and developments, contract terms, litigation, information that might be of use to competitors (or harmful to the Company or its customers) if disclosed, and other information of the Company that is not readily available to the public or the Company’s competitors or that is maintained as confidential by the Company. Confidential Information, in any format, prepared or received by employees during their employment is the sole property of the Company, should not be removed from Company offices or computers without permission, and should be returned to the Company at the end of employment.

Parties with whom we do business may also entrust the Company with important information related to their business. It is our policy that all such third-party confidential information shall be considered and treated as Confidential Information of the Company.

Notwithstanding the above, employees may disclose trade secrets in confidence, either directly or indirectly, to a federal, state, or local government official, or to an attorney, solely for the purpose of reporting or investigating a suspected violation of law, or in a complaint or other document filed in a lawsuit or other proceeding, if such filing is made under seal. Additionally, employees who file retaliation lawsuits for reporting a suspected violation of law may disclose related trade secrets to their attorney and use them in related court proceedings, as long as the individual files documents containing the trade secret under seal and does not otherwise disclose the trade secret except pursuant to court order.

Nothing herein prohibits any employee from reporting possible violations of federal law or regulation to any governmental agency or entity, including but not limited to the Department of Justice, the Securities and Exchange Commission, the Congress, and any agency Inspector General, or making other disclosures that are protected under the whistleblower provisions of federal or state law or regulation. It is unnecessary to obtain the Company’s prior authorization when making any such reports or disclosures, and it is not required to notify the Company of any such reports or disclosures.

#### **14. Protection and Proper Use of Company Assets**

All employees should protect the Company’s assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on the Company’s profitability. All Company assets should be used only for legitimate business purposes. Any suspected incident of fraud or theft should be immediately reported to the Legal Department for investigation. Company charge accounts, credit cards, bank accounts and similar resources are strictly limited to Company use.

The Company furnishes employees with equipment, including automobiles, computers and telephones, to help them perform their duties. All such equipment is the Company’s sole and

exclusive property. If the equipment is used at home or off-site, employees must take precautions to protect it from theft or damage. Such equipment must be returned upon cessation of employment or at the Company's request. Employees using the Company's equipment, including the email system, must ensure that its use is in accordance with Company policies, and in accordance with all laws, such as copyright laws, which may prevent the copying or downloading of materials without the publisher's permission. Employees who are provided access to Company email may use the Company email system for personal reasons as long as such personal use does not interfere with work.

All contents of the Company's information technology ("IT") resources and communications systems are the property of the Company. The Company has the right to monitor, intercept and review, without further notice, every employee's activities using the Company's IT resources and communications systems. Accordingly, employees should have no expectation of privacy whatsoever in any message, files, data, document, facsimile, telephone conversation, social media post, conversation or message, or any other kind or form of information or communication transmitted to, received or printed from, or stored or recorded on the Company's electronic information and communications systems. Employees should protect passwords that provide access to the Company's computer systems or networks. Employees will promptly and fully communicate to the Company in writing any invention, idea, current and prospective/potential transaction, deal, acquisition, project or development, contract terms, discovery or work of authorship conceived or made in the course of their employment, either alone or as a co-inventor or discoverer. Such invention, idea, current and prospective/potential transaction, deal, acquisition, project or development, contract terms, discovery or work of authorship, whether subject to patent, copyright, trademark or other protection, will be the sole property of the Company.

## **15. No Bribery or Corruption**

Bribery is against the law everywhere that the Company conducts business. Violation of bribery and anti-corruption laws carries stiff penalties, including imprisonment, and can sabotage the Company's good name. Under no circumstances may an employee offer or accept anything of value to a government official or any other third party to obtain or retain business or for any other commercial advantage. All business dealings should be arms-length transactions in compliance with all applicable laws. Employees are required to comply with all applicable anti-corruption laws and regulations in the countries in which the Company does business, including the Foreign Corrupt Practices Act. For more information, see the Company's Anti-Corruption Policy located on the Company Intranet.

## **16. Compliance with Political Campaign and Contribution Laws**

While the Company encourages employees to exercise their right to vote, the workplace is not the appropriate venue for political and campaign activities. Employees are prohibited from using the Company's funds or assets for political campaign purposes of any kind except where such political contribution is in compliance with all applicable state and federal laws and has been approved by the Legal Department. Employees may participate individually to support campaign

contributions during their non-work time; however, the Company will not reimburse or compensate employees for any personal participation in political activities or campaigns.

### **17. Assistance with Legal Matters**

From time to time, the Company may be involved in lawsuits, investigations, audits, or similar matters (“Legal Matters”). Only approved employees are authorized to participate in Legal Matters, as instructed by the Legal Department. Any employee who becomes aware of a Legal Matter, such as receiving a copy of a lawsuit or a request for information from a government agency, must notify the Legal Department immediately (legal@enlink.com). You should also notify the Legal Department immediately if you become aware of any threatened or potential Legal Matter involving the Company. The Company expects all employees to cooperate fully with the Legal Department in connection with any Legal Matter, including an investigation of a potential violation of this Code. If the Company issues a legal hold, document retention or other notice in connection with any Legal Matter, all employees must retain and not destroy or delete applicable Company information, and they must assist the Company in gathering all applicable documents.

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**NOTHING IN THIS CODE SHALL BE CONSTRUED TO CREATE A CONTRACTUAL RIGHT TO EMPLOYMENT WHERE NONE PREVIOUSLY EXISTED OR SHALL IN ANY WAY ALTER THE AT-WILL NATURE OF AN EMPLOYEE’S EMPLOYMENT.**

**THE COMPANY RESERVES THE RIGHT TO AMEND, ALTER, OR TERMINATE THIS CODE OR ITS POLICIES AT ANY TIME FOR ANY REASON.** Changes to, or waivers of, this Code may be made only by the Board of Directors of Manager, or, in the case of any change in or waiver of this Code for a director or a principal executive officer, principal financial officer, principal accounting officer, controller or persons performing such functions for Manager (“Principal Officers”), only by the independent members of the Board of Directors of Manager. All changes in or waivers of this Code for a director or any Principal Officer will be promptly disclosed as required by law or stock exchange regulations.

As required by law, rule or regulation, this Code shall be made available to the public and is available on the Company’s website.

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